

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	
BROADSTAR WIND SYSTEMS	§	Case No. 10-33373-BJH-11
GROUP LLC, <i>et al.</i> ,	§	
	§	Joint Administration Pending
Debtors.	§	

**STATEMENT OF ANDREWS KURTH LLP
AND DECLARATION OF JASON S. BROOKNER
PURSUANT TO BANKRUPTCY RULES 2014 AND 2016(b) AND
SECTIONS 327(a), 329 AND 504 OF THE BANKRUPTCY CODE**

JASON S. BROOKNER declares under penalty of perjury pursuant to 28 U.S.C.

§ 1746 as follows:

1. I am a partner with the law firm of Andrews Kurth LLP (“AK”), proposed attorneys for BroadStar Wind Systems Group LLC and its related entities, the above-captioned debtors and debtors in possession (collectively, the “Debtors”).¹ I submit this Declaration to represent that, to the best of my knowledge and belief, AK represents no interest adverse to the Debtors or their estates in the matters upon which AK may be engaged by the Debtors and that the employment of AK would be in the best interest of the Debtors and their estates.

2. Pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), AK will provide the Court with any supplemental information

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: BroadStar Wind Systems Group LLC (“BWSG”) (2489), Broadstar Wind Systems Management LLC (“BWSM”) (8805), Broadstar Wind Systems LP (“BWS”) (8806), BroadStar Developments Management LLC (“BDM”) (8582), BroadStar Developments LP (“BD”) (8597). The Debtors’ corporate headquarters are located at 1323 North Stemmons Freeway, Dallas, Texas 75207.

regarding AK's connections with the Debtors or other parties in interest as that information becomes available.

3. I have supervised the review of the Debtors' list of its twenty (20) largest unsecured creditors. In addition, at my direction, a search has been made of AK's computer records concerning all significant contacts with the Debtors, their creditors and equity security holders, including the Debtors, their directors and officers, their twenty (20) largest creditors on a consolidated basis and the holders of 5% or more of the Debtors' equity securities. A list of the entities against whom the conflicts check was performed is attached to this Affidavit as Exhibit "A."

4. As far as I have been able to ascertain after due diligence, neither I, AK, nor any partner, associate or counsel thereof (i) holds or represents any disqualifying interest adverse to the Debtors or fails to be a disinterested person so as to render AK ineligible to serve as counsel for the Debtors under section 327 of title 11 of the United States Code (the "Bankruptcy Code") or (ii) presently has any connection with the Debtors, their creditors, equity security holders or any party in interest herein, or with the respective attorneys of the foregoing, or with the United States Trustee or any person employed in the office of the United States Trustee (collectively, the "Parties in Interest").

5. I, AK, its partners, associates and counsel (i) may have appeared in the past and may appear in the future in cases under the Bankruptcy Code, or otherwise, in which one or more of the Parties in Interest may be involved, and (ii) may represent, or

may have represented in the past, certain Parties in Interest in matters unrelated to this case. AK has no known connections at this time to Parties in Interest.

6. AK has not represented or advised, and will not represent or advise, any Party in Interest in connection with any matter arising in connection with the Debtors or their chapter 11 cases.

7. AK has no agreement with any entity to share with such entity any compensation received by AK in this engagement, except to the extent such compensation may be shared among members of AK.

8. Neither I, AK, nor any partner or associate thereof, insofar as I have been able to ascertain, represents any interest materially adverse to the Debtors or their estates on the matters upon which AK is to be employed. I believe that AK is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.

9. No promises have been received by AK or by its partners or associates as to compensation in connection with this case, other than in accordance with the provisions of the Bankruptcy Code. To the extent this circumstance may change, supplemental disclosure will be filed. In addition, all of AK’s fees and expenses will be subject to Bankruptcy Court approval.

10. Pursuant to section 329 of the Bankruptcy Code, AK discloses that, from the time AK was retained in approximately February 2010 through the Petition Date, AK has been paid approximately \$73,000 by the Debtors for pre-petition services rendered to, and expenses incurred on behalf of, the Debtors. In addition, AK holds a prepetition

retainer of approximately \$40,000 for postpetition services. AK will apply to the Court for allowance of compensation and reimbursement of expenses in accordance the terms of the Application and this Affidavit, and all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the local rules, orders of this Court and the U.S. Trustee Guidelines.

11. The attorneys at AK who will be working on this engagement are familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for this district, and shall comply therewith.

12. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 19th day of May, 2010.

/s/ Jason S. Brookner
Jason S. Brookner
Partner, Andrews Kurth LLP